

# Special General Meeting 19 October 2000

Minutes of the Special General meeting of the Co-operative Federation of Victoria Ltd, Convention Room, 3rd Floor RACV Club, 123 Queen Street, Melbourne, commencing at 5.00 pm, Thursday 19 October 2000.

## PRESENT:

### Delegates

Avoca District Co-operative Ltd (Tony O'Shea), Co-operative Energy Ltd (David Griffiths), Co-operative Purchasing Services Ltd (Val Ogier), North East Telecommunications Co-operative Ltd (Peter Jamieson), South East Housing Co-operative (Shirley Faram), Southern Energy Co-operative Ltd (Bob Gourley), The Western Victoria Dairy Research & Development Farm Co-op Ltd (Niel Black) and YCW Co-operative Society Ltd (John Luckman).

### Others

Bill McPherson (Co-operative Energy Ltd), David Shires (Active Learning & Communication Co-operative Ltd) and Graeme Charles (Executive Officer)

APOLOGIES: Co-operative Development Services Ltd (Tony Gill), Urban Camp Melbourne Co-operative Ltd (P.O'Sullivan) and Ballarat Community Development Centre Co-operative Ltd (R. Stone)..

The Chairman (David Griffiths) also advised that there was a quorum with five proxies from:

- Emerald & District Co-operative Society Ltd
- Green Valley Co-operative Ltd
- Murray Goulburn Co-operative Co Ltd
- Ruach Community Co-operative Ltd
- St. Albans Community Centre Co-operative Ltd

He advised that he was authorised to exercise the proxies at his discretion.

The Chairman advised that Rule changes had originally been developed last year and that an original amendment accepted by the Registrar was subsequently rejected by the board as inappropriate and that with the appointment of Graeme Charles as Executive Officer in September 1999 a further revision was undertaken

The Chairman advised the the proposed amendments were to reduce the size of the board from 10 to nine directors and ensure that each director elected at an Annual General Meeting could serve a full three year term before having to retire. He

said that a special resolution required a two-thirds majority of members at a meeting.

In the discussion on the proposed amendments to the Rules, Avoca District Co-operative Ltd, Co-operative Purchasing Services Ltd and the Y.C.W Co-operative Society Ltd expressed concern that there was no provision to fill casual vacancies.

Co-operative Purchasing Services Ltd proposed a motion that the Rule amendments be deferred for further consideration by the board to allow for the filling of casual vacancies. Initially, this was seconded by Avoca District Co-operative Ltd but who subsequently withdrew. The Chairman called for a new seconder and in the absence declared the motion lapsed.

Rule 35 (1) shall read: There shall be a board of nine (9) directors.

Rule 38 shall read:

(1) A director elected at an Annual General Meeting shall hold office until the third Annual General Meeting following his or her appointment, at which time they must retire, but may submit themselves for re-election.

(2) At the first Annual General Meeting following the election of directors under Rule 38 (1) , three (3) of the directors so elected must retire. At the second Annual General Meeting following the election of directors under Rule 38 (1) a further three (3) of the directors so elected must retire, and at the third Annual General Meeting following the election of directors under Rule 38 (1), the remaining three (3) directors so elected must retire. The directors to retire each year under this rule shall, in default of agreement among themselves, be determined by lot. If any of the directors originally elected under Rule 38 (1) vacate office before they are due to retire, they shall not be taken into account when determining the number of directors who are to retire under this rule.

(3) Sixty days before an Annual General Meeting, members whose delegates are the retiring directors, shall be requested to confirm that their current delegate will continue as the accredited delegate of such members and will accept re-nomination as a director of the federation.

M: The Western Victoria Dairy Research/Development Farm Co-op Ltd

S: SouthEast Housing Co-op

The Chairman called for a vote with a show of hands and declared the motion carried by 13 votes to nil.

That the matter of casual vacancies on the board be referred to the board for consideration and clarification and any board recommendation arising out of such consideration be referred to the Registrar and a special meeting of members as necessary.

M: Y.C.W Co-operative Society Ltd

S: Co-operative Purchasing Services Ltd

The Chairman called for a vote with a show of hands and declared the motion carried by 12 votes to nil.

The Chairman declared the meeting closed.